

## STATE OF MISSOURI

NO. 48593

## Certificate of Incorporation

WHEREAS, An association organized under the name of

Crossman Iron & Metal Company

has filed in the office of the Secretary of State, Articles of Association or Agreement in writing, as provided by law, and has in all respects complied with the requirements of law governing the formation of Private Corporations for

## Manufacturing and Business Purposes

NOW, THEREFORE, I, CHARLES U. BECKER, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has on the day hereof, become a body corporate, duly organized under the name of

Crossman Iron & Metal Company

located at St. Louis and is entitled to all the rights and privileges granted to Manufacturing and Business Corporations under the laws of this State for a term of Fifty years; and that the amount of the Capital Stock of said corporation is

Thirty Thousand Dollars.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the

SEAL

City of Jefferson, this 24th day of March A. D. Nineteen Hundred and Twenty-eight

Charles U. Becker

Secretary of State

By

R. C. Denahan

Chief Clerk

ARTICLES OF INCORPORATION.

KNOW ALL MEN BY THESE PRESENTS, THAT We, the undersigned, for the purpose of forming a corporation under the laws of the STATE OF MISSOURI, and more particularly under the provisions of ARTICLE SEVEN, CHAPTER 90, Revised Statutes of Missouri, 1919, and amendments thereto, relating to MANUFACTURING AND BUSINESS COMPANIES, have entered into the following agreement:

FIRST: That the name of the corporation shall be the GROSSMAN IRON & METAL COMPANY.

SECOND: The corporation shall be located in the City of ST. LOUIS and STATE OF MISSOURI.

THIRD: That the amount of the CAPITAL STOCK of the corporation is THIRTY THOUSAND DOLLARS (\$30,000.00) divided into three hundred (300) shares of the par value of ONE HUNDRED (\$100.00) DOLLARS each; that FOURTEEN THOUSAND (\$14,000.00) DOLLARS, thereof has been actually paid up in property, now in the custody of the persons named as the first BOARD OF DIRECTORS, an itemized description of which, with the cash value of each item thereof, is as follows, viz:

	<u>ASSETS</u>	<u>LIABILITIES:</u>
CASH IN BANK	1380.38	
MERCHANDISE INVENTORY	8000.00	
ACCOUNTS RECEIVABLE	5300.44	
MACHINERY & EQUIPMENT	2242.49	
ACCOUNTS PAYABLE		1351.81
LOANS PAYABLE		1500.00
NET WORTH:		
Mitchell Grossman, Capital Account		12919.98
ABE GROSSMAN,		1151.52
	<u>\$16923.31</u>	<u>\$16,923.31</u>

all now located at [REDACTED]

FOURTH: That the names and places of residence of the shareholders and the number of shares subscribed by each are:

MITCHELL GROSSMAN

ABE GROSSMAN

JENNIE GROSSMAN

MAC RASKIN

Total Number Shares Outstanding 140.

FIFTH: That the Board of Directors shall consist of four shareholders, and the names of those agreed on for the first year are: Mitchell Grossman, Abe Grossman, Jennie Grossman and Mac Raskin.

SIXTH: That the corporation shall continue for a term of FIFTY YEARS.

SEVENTH: That the corporation is formed for the following purposes; To buy, sell and manufacture, rags, paper, iron, metals of all kinds, rubber, and all by-products.

EIGHTH: That the corporation shall have power to own, lease, rent and sell Real Estate necessary for the carrying on of its business, including the establishment of agencies throughout the State for their products, wherever deemed necessary and profitable; to borrow money for the carrying on of its business.

IN TESTIMONY WHEREOF, We have hereunto set our hands and seals this 22nd day of March, 1928.

Mitchell Grossman (SEAL)

Abe Grossman (SEAL)

Jennie Grossman (SEAL)

Mac Raskin (SEAL)

STATE OF MISSOURI )  
CITY OF ST. LOUIS ) ss



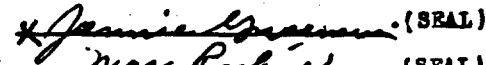

On this 22nd day of March, 1928, before me personally appeared Mitchell Grossman, Abe Grossman, Jennie Grossman and Mac Raskin, to me known to be the persons described in and who executed the same as their free act and deed, and acknowledged that they executed same.

IN WITNESS WHEREOF I have hereunto set my hand and seal the day and year first above written. My term expires March 29th, 1930.

  
Notary Public.

STATE OF MISSOURI )  
CITY OF ST. LOUIS )

Mitchell Grossman, Abe Grossman, Jennie Grossman and Mac Raskin of lawful age, being first duly sworn upon their oaths, do state that they are the persons named in the foregoing Articles of Agreement; that they signed, subscribed and acknowledged the same for the purposes set out therein; that they are the parties selected as the Directors for the first year; and said affiants further state on their oaths that the matters and statements set forth in said Articles of Incorporation are true; that they own the property described in Article Three of said Articles of Incorporation, which is taken in payment of Capital Stock of said corporation, and that said property is now in possession of the parties named herein as Board of Directors.

x  (SEAL)  
 (SEAL)  
x  (SEAL)  
 (SEAL)

Subscribed and sworn to before me this 22nd day of March, 1928.  
My term expires March 29th, 1930.

  
Notary Public.

No. 48593.

Articles of Association

Rossmann Iron & Metal Company

Location

St. Louis

Capital \$

30,000.00

and

shares of no par value

For a term of

50

years.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

MAY 24 1928

Charles H. Reister  
SECRETARY OF STATE

THIS CERTIFICATE FORM APPROVED MAY 1928



DEPARTMENT OF STATE

To all to Whom these Presents shall Come:

I, Edgar C. Nelson, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, hereby certify that the annexed pages contain a full, true and complete copy of \_\_\_\_\_

CERTIFICATE OF AMENDMENT

CHANGING THE NAME

OF

GROSSMAN IRON & METAL COMPANY

TO

GROSSMAN IRON AND STEEL COMPANY

as the same appears on file \_\_\_\_\_ and of record \_\_\_\_\_ in this office.

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this \_\_\_\_\_ 26th \_\_\_\_\_ day of \_\_\_\_\_ March \_\_\_\_\_ A. D., Nineteen Hundred and \_\_\_\_\_ Forty-eight \_\_\_\_\_.

Edgar C. Nelson  
J. Paul Markway  
SECRETARY OF STATE  
CHIEF CLERK



BY-LAWS

OF

GROSSMAN IRON AND METAL COMPANYAdopted  
11-29-47ARTICLE I

## Offices

The principal office of the corporation in the State of Missouri shall be located in St. Louis, Missouri. The corporation may have such other offices, either within or without the State of Missouri, as the business of the corporation may require from time to time.

The registered office of the corporation required by The General and Business Corporation Act of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

## Shareholders

Section 1. Annual Meeting: The annual meeting of the shareholders shall be held at the hour of 10:00 A.M. on the first Monday in January, in each year, beginning with the year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. Special Meetings: Special meeting of the shareholders may be called by the President, by the Board of Directors or by the holders of not less than one-fifth of all the outstanding shares of the corporation.

Section 3. Place of Meeting: The Board of Directors may designate any place, either within or without the State of Missouri, as the place of meeting for any annual meeting of the shareholders or for any special meeting of the shareholders called by the Board of Directors. All shareholders may designate any place, either within or without the State of Missouri, as the place for the holding of such meeting, and may include the same in a waiver of notice of any meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Missouri, except as otherwise provided in Section 5 of this article.

Section 4. Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Meeting of all Shareholders: If all of the shareholders shall meet at any time and place, either within or without the State of Missouri, and consent to the holding of a meeting, such meeting shall be valid, without call or notice, and at such meeting any corporate action may be taken.

Section 6. Closing of Transfer Books or Fixing of Record Date: The Board of Directors of the corporation may close its stock transfer books for a period not exceeding thirty days preceding the date of any meeting of shareholders, or the date for the payment of any dividend or for the allotment of rights, or the date when any exchange or reclassification of shares shall be effective; or, in lieu thereof, may fix in advance a date, not exceeding thirty days preceding the date of any meeting of shareholders, or to the date for the payment of any dividend or for the allotment of rights, or to the date when any exchange or reclassification of shares shall be effective, as the record date for the determination of shareholders entitled to notice of, or to vote at, such meeting, or shareholders entitled to receive payment of any such dividend or to receive any such allotment of rights, or to exercise rights in respect of any exchange or reclassification of shares; and the shareholders of record on such date of closing the transfer books, or on the record date so fixed, shall be the shareholders entitled to notice of and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights in the event of an exchange or reclassification of shares, as the case may be. If the Board of Directors shall not have closed the transfer books or set a record date for the determination of its stockholders entitled to vote as hereinabove provided, no person shall be admitted to vote directly or by proxy except those in whose names the shares of the corporation shall have stood on the transfer books on a date thirty days previous to the date of the meeting.

Section 7. Voting Lists: At least ten days before each meeting of shareholders, the officer or agent having charge of the transfer book for shares of the corporation shall make a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the



## RECORD OF PROCEEDINGS

100 LEAVES

S. S. ADAMS CO., ST. LOUIS

address of, and the number of shares held by, each shareholder which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this state, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Section 8. Quorum: A majority of the outstanding shares of the corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders; provided, that if less than a majority of the outstanding shares are represented at said meeting, a majority of the shares so represented may adjourn the meeting, from time to time, without further notice, to a date not longer than ninety days from the date originally set for such meeting.

Section 9. Proxies: At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Voting of Shares: Subject to the provisions of Section 12, each outstanding share, regardless of class, shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 11. Voting of Shares by Certain Holders: Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares standing in the name of a deceased person may be voted by his administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, conservator, or trustee may be voted by such fiduciary, either in person or by proxy, but no guardian, conservator, or trustee shall be entitled, as such fiduciary, to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Section 12. Cumulative Voting: In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall see fit.

Section 13. Informal Action by Shareholders: Any action required to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

### ARTICLE III

Amended  
5-3-93

SECTION 2. NUMBER, TERM, AND ELECTION. The number of directors constituting the full Board of Directors of the corporation shall be three (3). The corporation may have fewer than three (3) directors only if the number of directors to constitute the full Board of Directors is also stated in the Articles of Incorporation. Directors need not be residents of the State of Missouri or the state of the corporation's principal place of business and need not be shareholders of the corporation, unless the Articles of Incorporation so require. At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders entitled to vote shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he or she is elected or until his or her successor shall have been elected and qualified, except as otherwise provided by law or these Bylaws. Unless otherwise provided in the Articles of Incorporation, vacancies on the Board of Directors and newly created directorships resulting from any increase in the number of directors to constitute the Board of Directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, until the next election of directors by the shareholders of the corporation.

Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice: Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each director

at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting: The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies: In case of the death or resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors may fill such vacancy or vacancies until the successor or successors are elected at a meeting of the shareholders. A director elected to fill a vacancy shall serve as such until the next annual meeting of the shareholders.

Section 9. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE IV

##### Officers

Section 1. Number: The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The President and the Vice-President or if there is more than one Vice-President, then at least one Vice-President shall be chosen from the Members of the Board of Directors. The remaining officers of the corporation need not be chosen from the Members of the Board, but they may be so chosen. The

Board of Directors, by resolution, may create the offices of one or more assistant Treasurers and assistant Secretaries, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Vice-President.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the by-laws, or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

Section 2. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents: In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or an Assistant Secretary, or with the Treasurer or an Assistant Treasurer, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Secretary: The Secretary shall: (a) keep the minutes of the shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President, or a Vice-President, certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Salaries and Bonuses: The salaries and bonuses of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from

receiving such salary or bonus by reason of the fact that he is also a Director of the corporation. If the amount of salary, bonus, or other compensation to any officer shall be disallowed as a deduction in the computation of Federal Income Taxes, the amount of compensation payable to said officer for the year during which such disallowance is had shall be reduced for that year to the extent of such disallowance. This provision shall be a term of employment of every officer who shall also be a Director of the corporation.

#### ARTICLE V

##### Contracts, Loans, Checks and Deposits

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### ARTICLE VI

##### Certificates for Shares and Their Transfer

Section 1. Certificates for Shares: Certificates representing shares of the corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or Vice-President and by the Secretary, Treasurer or an Assistant Secretary or Treasurer, and shall be sealed with the seal of the corporation. All certificates for shares shall be consecutively numbered.

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100 LEAVES

S. S. ADAMS CO., ST. LOUIS

The name of the person owning the shares represented thereby with the number of shares and date of issue shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfers of Shares: Transfers of shares of the corporation shall be made only on the books of the corporation by the registered holder thereof or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

### ARTICLE VII

#### Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year and end on the thirty-first day of December in each year.

### ARTICLE VIII

#### Dividends

The Board of Directors may from time to time, declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its articles of incorporation.

### ARTICLE IX

#### Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Missouri."

### ARTICLE X

#### Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions

of The General and Business Corporation Act of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Exoneration of Directors from Personal Liability and Reimbursement

This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation, in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

ARTICLE XII

Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any annual meeting of the shareholders or at any special meeting of the shareholders called for that purpose or at any meeting of the Board of Directors provided, however, that the Board of Directors shall take no such action contrary to the provisions of any resolution of the shareholders directing the Board not to do so.